

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (KJC)

(Jointly Administered)

Objection Deadline: January 15, 2014 at 4:00 p.m.
Hearing Date: To be determined

**ONE HUNDRED AND FORTY-SEVENTH MONTHLY FEE APPLICATION OF
KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS
FOR THE PERIOD FROM NOVEMBER 1, 2013 THROUGH NOVEMBER 30, 2013**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide
Professional Services to: Official Committee of Equity Security Holders

Date of Retention: As of August 18, 2001 nunc pro tunc

Period for which compensation
and reimbursement is sought: November 1, 2013 through and including
November 30, 2013

Amount of Compensation sought as
actual, reasonable and necessary: \$15,070.50

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary: \$72.45

This is a(n): x monthly application interim application

Prior Monthly Fee Applications:

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|-------------------|---|-----------------------------|-----------------------------|
| December 28, 2001 | November 1, 2001 – November 30, 2001 | \$20,099.00 / \$3,031.62 | \$20,099.00 / \$3,031.62 |
| January 25, 2002 | December 1, 2001 – December 31, 2001 | \$32,467.50 / \$2,338.23 | \$25,974.00 / \$2,338.23 |
| February 28, 2002 | January 1, 2002 – January 31, 2002 | \$23,807.50 / \$1,961.58 | \$19,046.00 / \$1,961.58 |
| April 1, 2002 | February 1, 2002 – February 28, 2002 | \$36,382.50 / \$2,894.44 | \$29,106.00 / \$2,894.44 |
| May 8, 2002 | March 1, 2002 – March 31, 2002 | \$32,575.00 / \$2,107.64 | \$26,060.00 / \$2,107.64 |
| June 17, 2002 | April 1, 2002 – April 30, 2002 | \$28,794.00 / \$2,669.24 | \$23,035.20 / \$2,669.24 |
| August 5, 2002 | May 1, 2002 – May 31, 2002 | \$24,232.00 / \$2,299.11 | \$19,385.60 / \$2,299.11 |
| September 4, 2002 | June 1, 2002 – June 30, 2002 | \$20,392.50 / \$388.61 | \$16,314.00 / \$388.61 |
| November 4, 2002 | July 1, 2002 – July 31, 2002 | \$28,083.50 / \$1,121.59 | \$22,466.80 / \$1,121.59 |
| October 24, 2002 | August 1, 2002 – August 31, 2002 | \$33,598.50 / \$7,190.62 | \$26,878.80 / \$7,190.62 |
| November 5, 2002 | September 1, 2002 – September 30, 2002 | \$25,584.50 / \$1,761.46 | \$20,467.60 / \$1,761.46 |
| November 25, 2002 | October 1, 2002 – October 31, 2002 | \$39,887.50 / \$2,124.93 | \$31,910.00 / \$2,124.93 |
| January 14, 2003 | November 1, 2002 – November 30, 2002 | \$18,704.00 / \$652.12 | \$18,704.00 / \$633.86 |
| February 10, 2003 | December 1, 2002 – December 31, 2002 | \$11,853.50 / \$816.82 | \$9,482.80 / \$816.82 |
| February 25, 2003 | January 1, 2003 – January 31, 2003 | \$11,100.00 / \$927.47 | \$8,880.00 / \$927.47 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--------------------|---|-----------------------------|-----------------------------|
| April 8, 2003 | February 1, 2003 – February 28, 2003 | \$13,418.00 / \$240.08 | \$10,734.40 / \$240.08 |
| May 6, 2003 | March 1, 2002 – March 31, 2003 | \$26,969.00 / \$452.38 | \$21,575.20 / \$452.38 |
| June 4, 2003 | April 1, 2003 – April 30, 2003 | \$7,609.00 / \$1,594.42 | \$6,087.20 / \$1,594.42 |
| June 26, 2003 | May 1, 2003 – May 31, 2003 | \$9,411.00 / \$107.57 | \$7,528.77 / \$107.57 |
| August 13, 2003 | June 1, 2003 – June 30, 2003 | \$10,427.00 / \$137.09 | \$8,341.60 / \$137.09 |
| September 25, 2003 | July 1, 2003 – July 31, 2003 | \$9,272.50 / \$32.30 | \$7,418.00 / \$32.30 |
| October 2, 2003 | August 1, 2003 – August 31, 2003 | \$9,815.50 / \$130.93 | \$489.69 / \$130.93 |
| November 26, 2003 | September 1, 2003 – September 30, 2003 | \$15,004.00 / \$334.63 | \$12,003.20 / \$334.63 |
| December 19, 2003 | October 1, 2003 – October 31, 2003 | \$13,134.00 / \$174.04 | \$10,507.20 / \$174.04 |
| January 6, 2004 | November 1, 2003 – November 30, 2003 | \$14,537.00 / \$273.00 | \$11,629.60 / \$273.00 |
| January 29, 2004 | December 1, 2003 – December 31, 2003 | \$17,595.00 / \$1,599.14 | \$14,076.00 / \$1,599.14 |
| February 27, 2004 | January 1, 2004 – January 31, 2004 | \$8,979.00 / \$436.37 | \$7,183.20 / \$436.47 |
| May 5, 2004 | February 1, 2004 – February 29, 2004 | \$8,888.00 / \$545.85 | \$7,110.40 / \$545.85 |
| May 28, 2004 | March 1, 2004 – March 31, 2004 | \$13,807.50 / \$472.11 | \$11,643.00 / \$472.11 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|-------------------|---|------------------------------|------------------------------|
| June 30, 2004 | April 1, 2004 – April 30, 2004 | \$14,373.50 / \$389.30 | \$2,874.70 / \$0.00 |
| August 3, 2004 | May 1, 2004 – May 31, 2004 | \$10,840.00 / \$1,279.24 | \$8,672.00 / \$1,279.24 |
| August 23, 2004 | June 1, 2004 – June 30, 2004 | \$23,202.00 / \$172.12 | \$18,561.60 / \$172.12 |
| October 1, 2004 | July 1, 2004 – July 31, 2004 | \$13,523.50 / \$33.62 | \$10,818.40 / \$33.62 |
| October 29, 2004 | August 1, 2004 – August 31, 2004 | \$9,543.50 / \$125.25 | \$7,634.80 / \$125.25 |
| November 2, 2004 | September 1, 2004 – September 30, 2004 | \$24,483.00 / \$836.33 | \$19,586.40 / \$836.33 |
| November 23, 2004 | October 1, 2004 – October 31, 2004 | \$128,959.00 / \$6,922.76 | \$103,167.20 / \$6,922.76 |
| December 28, 2004 | November 1, 2004 – November 30, 2004 | \$153,725.00 / \$4,236.79 | \$122,980.00 / \$4,236.79 |
| February 2, 2005 | December 1, 2004 – December 31, 2004 | \$123,833.00 / \$3,246.49 | \$102,312.89 / \$3,246.49 |
| March 8, 2005 | January 1, 2005 – January 31, 2005 | \$132,776.50 / \$8,060.80 | \$132,776.50 / \$8,060.80 |
| March 28, 2005 | February 1, 2005 – February 28, 2005 | \$24,706.50 / \$2,444.84 | \$24,706.50 / \$2,444.84 |
| April 29, 2005 | March 1, 2005 – March 31, 2005 | \$26,414.00 / \$2,827.24 | \$26,414.00 / \$2,827.24 |
| May 31, 2005 | April 1, 2005 – April 30, 2005 | \$29,522.00 / \$1,323.60 | \$29,522.00 / \$1,323.60 |
| June 21, 2005 | May 1, 2005 – May 31, 2005 | \$19,218.50 / \$2,198.56 | \$19,218.50 / \$2,198.56 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--------------------|---|-------------------------------|-----------------------------|
| July 28, 2005 | June 1, 2005 – June 30, 2005 | \$25,731.00 / \$119.33 | \$25,731.00 / \$119.33 |
| August 29, 2005 | July 1, 2005 – July 31, 2005 | \$31,738.00 / \$2,829.07 | \$31,738.00 / \$2,829.07 |
| September 29, 2005 | August 1, 2005 – August 31, 2005 | \$32,109.00 / \$2,271.66 / | \$32,109.00 / \$2,271.66 |
| October 31, 2005 | September 1, 2005 – September 30, 2005 | \$15,709.00 / \$247.99 | \$15,709.00 / \$247.99 |
| November 29, 2005 | October 1, 2005 – October 31, 2005 | \$19,318.50 / \$646.56 | \$19,318.50 / \$646.56 |
| December 29, 2005 | November 1, 2005 – November 30, 2005 | \$38,258.50 / \$1,247.28 | \$38,258.50 / \$1,247.28 |
| January 30, 2006 | December 1, 2005 – December 31, 2005 | \$17,967.50 / \$1,059.46 | \$17,967.50 / \$1,059.46 |
| March 1, 2006 | January 1, 2006 – January 31, 2006 | \$8,287.00 / \$1,176.17 | \$8,287.00 / \$1,176.17 |
| March 30, 2006 | February 1, 2006 – February 28, 2006 | \$22,842.00 / \$1,779.77 | \$22,842.00 / \$1,779.77 |
| May 1, 2006 | March 1, 2006 – March 31, 2006 | \$43,621.00 / \$2,496.06 | \$43,621.00 / \$2,496.06 |
| May 1, 2006 | March 1, 2006 – March 31, 2006 | \$43,621.00 / \$2,496.06 | \$43,621.00 / \$2,496.06 |
| May 30, 2006 | April 1, 2006 – April 30, 2006 | \$18,841.00 / \$752.39 | \$18,841.00 / \$752.39 |
| July 5, 2006 | May 1, 2006 – May 31, 2006 | \$34,354.00 / \$1,337.49 | \$34,354.00 / \$1,337.49 |
| August 2, 2006 | June 1, 2006 – June 30, 2006 | \$21,401.00 / \$725.30 | \$21,401.00 / \$725.30 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|-------------------|---|------------------------------|-----------------------------|
| August 30, 2006 | July 1, 2006 – July 31, 2006 | \$29,474.50 / \$1,604.51 | \$29,474.50 \$1,604.51 |
| October 2, 2006 | August 1, 2006 – August 31, 2006 | \$67,103.00 / \$1,604.51 | \$67,103.00 \$1,604.51 |
| October 30, 2006 | September 1, 2006 – September 30, 2006 | \$50,691.50 / \$2,050.23 | \$50,691.50 \$2,050.23 |
| December 6, 2006 | October 1, 2006 – October 31, 2006 | \$72,062.75 / \$3,977.84 | \$72,062.75 \$3,977.84 |
| January 5, 2007 | November 1, 2006 – November 30, 2006 | \$66,045.00 / \$5,215.60 | \$66,045.00 \$5,215.60 |
| February 23, 2007 | December 1, 2006 – December 31, 2006 | \$101,658.25 / \$5,001.94 | \$101,658.25 \$5,001.94 |
| March 7, 2007 | January 1, 2007 – January 31, 2007 | \$45,555.00 / \$6,097.61 | \$45,555.00 \$6,097.61 |
| March 29, 2007 | February 1, 2007 – February 28, 2007 | \$56,976.00 \$4,529.94 | \$56,976.00 \$4,529.94 |
| April 30, 2007 | March 1, 2007 – March 31, 2007 | \$60,848.00 \$4,859.66 | \$60,848.00 \$4,859.66 |
| June 12, 2007 | April 1, 2007 – April 30, 2007 | \$56,370.00 \$2,554.14 | \$56,370.00 \$2,554.14 |
| July 2, 2007 | May 1, 2007 – May 31, 2007 | \$61,684.23 \$10,491.04 | \$61,684.23 \$10,491.04 |
| July 30, 2007 | June 1, 2007 – June 30, 2007 | \$68,538.00 \$6,437.44 | \$68,538.00 \$6,437.44 |
| August 29, 2007 | July 1, 2007 – July 31, 2007 | \$40,505.50 \$3,124.55 | \$40,505.50 / \$3,124.55 |
| October 1, 2007 | August 1, 2007 – August 31, 2007 | \$61,201.50 \$1,618.34 | \$61,201.50 / \$1,618.34 |
| | | | |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--------------------|--|---------------------------------|---------------------------------|
| October 29, 2007 | September 1, 2007 – September 30, 2007 | \$106,912.50 \$4,480.51 | \$106,912.50 / \$4,480.51 |
| November 29, 2007 | October 1, 2007 – October 31, 2007 | \$165,731.50 \$14,100.98 | \$165,731.50 / \$14,100.98 |
| January 7, 2008 | November 1, 2007 – November 30, 2007 | \$154,817.00 \$12,511.24 | \$154,817.00 / \$12,511.24 |
| February 11, 2008 | December 1, 2007 – December 31, 2007 | \$77,688.00 \$50,222.40 | \$77,688.00 / \$50,222.40 |
| April 8, 2008 | February 1, 2008 – February 29, 2008 ¹ | \$ 186,440.25 \$ 5,761.46 | \$186,440.25 / \$5,761.46 |
| May 1, 2008 | March 1, 2008 – March 31, 2008 | \$ 61,062.50 \$ 3,272.45 | \$61,062.50 / \$3,272.45 |
| May 29, 2008 | April 1, 2008 – April 30, 2008 | \$ 115,451.50 / \$ 10,234.48 | \$ 115,451.50 / \$ 10,234.48 |
| June 30, 2008 | May 1, 2008 – May 31, 2008 | \$ 35,113.50 / \$ 139.19 | \$ 35,113.50 / \$ 139.19 |
| July 31, 2008 | June 1, 2008 – June 30, 2008 | \$ 90,179.75 / \$ 1,197.96 | \$ 90,179.75 / \$ 1,197.96 |
| August 31, 2008 | July 1, 2008 – July 31, 2008 | \$ 46,403.75 / \$ 2,634.24 | \$ 46,403.75 / \$ 2,634.24 |
| September 30, 2008 | August 1, 2008 – August 31, 2008 | \$ 130,393.00 / \$ 1,139.48 | \$ 130,393.00 / \$ 1,139.48 |
| October 31, 2008 | September 1, 2008 – September 30, 2008 | \$ 94,751.25 / \$ 2,437.87 | \$ 94,751.25 / \$ 2,437.87 |

¹ The Fee Application filed on April 8, 2008 inadvertently contained time billed and necessary expenses incurred for the time period January 1, 2008 through January 31, 2008 in addition to the time billed and necessary expenses incurred for the time period February 1, 2008 through February 29, 2008. Kramer Levin Naftalis & Frankel LLP filed a certification of counsel further explicating the error and clarifying the treatment of the Fee Application filed on April 8, 2008 [Docket No. 18659].

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|-------------------|---|-------------------------------|-------------------------------|
| December 1, 2008 | October 1, 2008 – October 31, 2008 | \$ 96,512.00 / \$ 3,351.45 | \$ 96,512.00 / \$ 3,351.45 |
| January 5, 2009 | November 1, 2008 – November 30, 2008 | \$ 72,736.50 / \$ 5,015.70 | \$ 72,736.50 / \$ 5,015.70 |
| January 29, 2009 | December 1, 2008 – December 31, 2008 | \$ 38,727.50 / \$ 659.48 | \$ 37,407.50 / \$ 659.48 |
| March 3, 2009 | January 1, 2009 – January 31, 2009 | \$ 57,246.00 / \$ 774.91 | \$ 57,246.00 / \$ 774.91 |
| March 31, 2009 | February 1, 2009 – February 28, 2009 | \$ 58,153.50 / \$ 873.67 | \$ 58,153.50 / \$ 873.67 |
| April 29, 2009 | March 1, 2009 – March 31, 2009 | \$ 82,150.50 \$ 3,410.61 | \$ 82,094.50 / \$ 3,410.61 |
| June 1, 2009 | April 1, 2009 – April 30, 2009 | \$ 59,641.00 \$ 1,266.77 | \$ 59,641.00 / \$ 1,266.77 |
| June 29, 2009 | May 1, 2009 – May 31, 2009 | \$ 81,616.00 \$ 993.03 | \$ 81,616.00 / \$ 993.03 |
| July 30, 2009 | June 1, 2009 – June 30, 2009 | \$ 74,739.50 \$ 3,385.80 | \$ 74,739.50 / \$ 3,385.80 |
| September 1, 2009 | July 1, 2009 – July 31, 2009 | \$ 28,694.50 \$ 8,575.98 | \$ 28,694.50 / \$ 8,575.98 |
| October 1, 2009 | August 1, 2009 – August 31, 2009 | \$ 62,840.50 \$ 4,375.92 | \$ 62,840.50 / \$ 4,375.92 |
| October 29, 2009 | September 1, 2009 – September 30, 2009 | \$ 78,706.50 \$ 7,370.53 | \$ 78,706.50 / \$ 7,370.53 |
| November 30, 2009 | October 1, 2009 – October 31, 2009 | \$ 22,088.75 \$ 2,199.84 | \$ 22,088.75 / \$ 2,199.84 |
| December 29, 2009 | November 1, 2009 – November 30, 2009 | \$ 33,770.50 \$ 510.91 | \$ 33,770.50 / \$ 510.91 |
| February 1, 2010 | December 1, 2009 – December 31, 2009 | \$ 12,447.50 \$ 655.77 | \$ 12,447.50 / \$ 655.77 |
| March 1, 2010 | January 1, 2010 – January 31, 2010 | \$ 32,785.50 \$ 1,669.76 | \$ 32,785.50 / \$ 1,347.96 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|-------------------|---|-----------------------------|-----------------------------|
| March 29, 2010 | February 1, 2010 – February 28, 2010 | \$ 9,882.00 \$ 107.90 | \$ 9,882.00 \$ 107.90 |
| April 28, 2010 | March 1, 2010 – March 31, 2010 | \$ 4,559.00 \$ 361.53 | \$ 4,559.00 \$ 361.53 |
| June 1, 2010 | April 1, 2010 – April 30, 2010 | \$ 9,145.50 \$ 271.51 | \$ 9,145.50 \$ 271.51 |
| July 1, 2010 | May 1, 2010 – May 31, 2010 | \$ 3,009.00 \$ 270.08 | \$ 3,009.00 \$ 270.08 |
| August 5, 2010 | June 1, 2010 – June 30, 2010 | \$ 1,924.50 \$ 108.77 | \$ 1,924.50 \$ 108.77 |
| August 30, 2010 | July 1, 2010 – July 31, 2010 | \$ 1,678.50 \$ 0.00 | \$ 1,678.50 \$ 0.00 |
| October 1, 2010 | August 1, 2010 – August 31, 2010 | \$ 3,093.00 \$ 73.96 | \$ 3,093.00 \$ 73.96 |
| October 28, 2010 | September 1, 2010 – September 30, 2010 | \$ 457.50 \$ 58.00 | \$ 457.50 \$ 58.00 |
| December 1, 2010 | October 1, 2010 – October 31, 2010 | \$ 1,372.50 \$ 84.66 | \$ 1,372.50 \$ 84.66 |
| December 30, 2010 | November 1, 2010 – November 30, 2010 | \$ 5,221.50 \$ 19.59 | \$ 5,221.50 \$ 19.59 |
| February 1, 2011 | December 1, 2010 – December 31, 2010 | \$ 10,252.00 \$ 143.61 | \$ 10,252.00 \$ 143.61 |
| March 1, 2011 | January 1, 2011 – January 31, 2011 | \$ 16,502.50 \$ 83.40 | \$ 16,502.50 \$ 83.40 |
| April 1, 2011 | February 1, 2011 – February 28, 2011 | \$ 27,809.50 \$ 1,767.02 | \$ 27,809.50 \$ 1,767.02 |
| May 2, 2011 | March 1, 2011 – March 31, 2011 | \$ 9,782.50 \$ 194.39 | \$ 9,782.50 \$ 194.39 |
| May 31, 2011 | April 1, 2011 – April 30, 2011 | \$ 7,061.50 \$ 177.64 | \$ 7,061.50 \$ 177.64 |
| July 5, 2011 | May 1, 2011 – May 31, 2011 | \$ 63,376.00 \$ 1,024.58 | \$ 63,376.00 \$ 1,024.58 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--------------------|---|-----------------------------|----------------------------|
| August 1, 2011 | June 1, 2011 – June 30, 2011 | \$ 21,448.76 \$940.85 | \$ 21,448.76 \$ 940.85 |
| September 6, 2011 | July 1, 2011 – July 31, 2011 | \$27,311.00 \$1,499.88 | \$27,311.00 \$ 1,499.88 |
| September 29, 2011 | August 1, 2011 – August 31, 2011 | \$14,729.00 \$574.70 | \$14,729.00 \$ 574.70 |
| October 26, 2011 | September 1, 2011 – September 30, 2011 | \$7,854.00 \$233.60 | \$7,854.00 \$ 233.60 |
| December 1, 2011 | October 1, 2011 – October 31, 2011 | \$2,208.00 \$9.19 | \$2,208.00 \$9.19 |
| December 28, 2011 | November 1, 2011 – November 30, 2011 | \$9,481.00 \$3.56 | \$9,481.00 \$3.56 |
| February 9, 2012 | December 1, 2011 – December 31, 2011 | \$2,300.00 \$80.27 | \$2,300.00 \$80.27 |
| February 29, 2012 | January 1, 2012 – January 31, 2012 | \$6,836.00 \$0.00 | \$6,836.00 \$0.00 |
| March 28, 2012 | February 1, 2012 – February 29, 2012 | \$22,397.00 \$94.13 | \$22,397.00 \$94.13 |
| April 30, 2012 | March 1, 2012 – March 31, 2012 | \$5,885.50 \$58.77 | \$5,885.50 \$58.77 |
| June 1, 2012 | April 1, 2012 – April 30, 2012 | \$5,205.50 \$147.53 | \$5,205.50 \$147.53 |
| July 2, 2012 | May 1, 2012 – May 31, 2012 | \$25,164.50 \$1,158.62 | \$25,164.50 \$1,158.62 |
| July 31, 2012 | June 1, 2012 – June 30, 2012 | \$10,411.00 \$98.06 | \$10,411.00 \$98.06 |
| August 29, 2012 | July 1, 2012 – July 31, 2012 | \$7,133.00 \$273.86 | \$7,133.00 \$273.86 |
| October 1, 2012 | August 1, 2012 – August 31, 2012 | \$21,730.00 \$438.33 | \$21,730.00 \$438.33 |
| October 24, 2012 | September 1, 2012 – September 30, 2012 | \$2,681.00 \$104.50 | \$2,681.00 \$104.50 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--------------------|---|-----------------------------|----------------------------|
| November 29, 2012 | October 1, 2012 – October 31, 2012 | \$6,634.00 \$109.43 | \$6,634.00 \$109.43 |
| December 28, 2012 | November 1, 2012 – November 30, 2012 | \$4,215.50 \$71.72 | \$4,215.50 \$71.72 |
| January 31, 2013 | December 1, 2012 – December 31, 2012 | \$49,674.00 \$3,436.56 | \$49,674.00 \$3,436.56 |
| February 28, 2013 | January 1, 2013 – January 31, 2013 | \$112,216.00 \$5,314.72 | \$112,216.00 \$5,314.72 |
| March 29, 2013 | February 1, 2013 – February 28, 2013 | \$17,179.50 \$774.45 | \$17,179.50 \$774.45 |
| April 29, 2013 | March 1, 2013 – March 31, 2013 | \$8,500.00 \$468.69 | \$8,499.99 \$468.69 |
| May 30, 2013 | April 1, 2013 – April 30, 2013 | \$14,477.50 \$244.32 | \$11,582.00 \$244.32 |
| July 1, 2013 | May 1, 2013 – May 31, 2013 | \$35,729.00 \$5,735.34 | \$28,583.20 \$5,735.34 |
| August 1, 2013 | June 1, 2013 – June 30, 2013 | \$86,876.00 \$5,387.70 | \$69,500.80 \$5,387.70 |
| August 22, 2013 | July 1, 2013 – July 31, 2013 | \$10,488.50 \$98.90 | \$8,390.80 \$98.90 |
| September 30, 2013 | August 1, 2013 – August 31, 2013 | \$7,935.50 \$148.28 | \$6,348.40 \$148.28 |
| November 4, 2013 | September 1, 2013 – September 30, 2013 | \$6,420.00 \$220.52 | \$0 \$0 |
| December 2, 2013 | October 1, 2013 – October 31, 2013 | \$705.50 \$279.22 | \$0 \$0 |

SUMMARY OF TIME FOR BILLING PERIOD

| <u>ATTORNEY</u> | <u>DEPARTMENT</u> | <u>HOURS</u> | <u>HOURLY RATE</u> | <u>AMOUNT</u> |
|-------------------|-------------------|--------------|--------------------|--------------------|
| BENTLEY, PHILIP | PARTNER | 11.50 | 895.00 | 10,292.50 |
| BRODY, JOSHUA | PARTNER | 0.40 | 795.00 | 318.00 |
| BLABEY, DAVID E | ASSOCIATE | 4.00 | 765.00 | 3,060.00 |
| KAUP, ANASTASIA N | ASSOCIATE | 2.50 | 560.00 | 1,400.00 |
| | Total | <u>18.40</u> | | <u>\$15,070.50</u> |

COMPENSATION SUMMARY BY PROJECT CATEGORY

| Project Category | Total Hours for the Period | Total Fees for the Period (\$) |
|-----------------------------|-----------------------------------|---------------------------------------|
| Case Administration | 0.50 | 280.00 |
| Creditor Committee | 2.10 | 1,723.50 |
| Reorganization Plan | 14.00 | 12,018.00 |
| Fee Applications, Applicant | 1.80 | 1,049.00 |
| Total | <u>18.40</u> | <u>\$15,070.50</u> |

SCHEDULE OF TIME CHARGES AND RATES
FOR THE PERIOD NOVEMBER 1, 2013 THROUGH NOVEMBER 30, 2013

CASE ADMINISTRATION

| | | | | |
|-------------------|----------|-------------|--------|---------------|
| KAUP, ANASTASIA N | CRDR | 0.50 | 560.00 | 280.00 |
| | Subtotal | <u>0.50</u> | \$ | <u>280.00</u> |

CREDITOR COMMITTEE

| | | | | |
|-----------------|----------|-------------|--------|-----------------|
| BENTLEY, PHILIP | CRDR | 0.90 | 895.00 | 805.50 |
| BLABEY, DAVID E | CRDR | 1.20 | 765.00 | 918.00 |
| | Subtotal | <u>2.10</u> | \$ | <u>1,723.50</u> |

REORGANIZATION PLAN

| | | | | |
|-------------------|----------|--------------|--------|------------------|
| BENTLEY, PHILIP | CRDR | 10.60 | 895.00 | 9,487.00 |
| BRODY, JOSHUA | CRDR | 0.40 | 795.00 | 318.00 |
| BLABEY, DAVID E | CRDR | 2.60 | 765.00 | 1,989.00 |
| KAUP, ANASTASIA N | CRDR | 0.40 | 560.00 | 224.00 |
| | Subtotal | <u>14.00</u> | \$ | <u>12,018.00</u> |

FEE APPLICATIONS, APPLICANT

| | | | | |
|-------------------|----------|--------------|--------|------------------|
| BLABEY, DAVID E | CRDR | 0.20 | 765.00 | 153.00 |
| KAUP, ANASTASIA N | CRDR | 1.60 | 560.00 | 896.00 |
| | Subtotal | <u>1.80</u> | \$ | <u>1,049.00</u> |
| | Total | <u>18.40</u> | \$ | <u>15,070.50</u> |

EXPENSE SUMMARY

| <u>Expense Category</u> | <u>Total Expenses</u> |
|--------------------------------|------------------------------|
| WESTLAW ON-LINE RESEARCH | 72.45 |
| <u>Subtotal</u> | <u>\$72.45</u> |

Dated: December 26, 2013

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By:

/s/ David E. Blabey, Jr.

Philip Bentley, Esq.

David E. Blabey, Jr., Esq.

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